

**BINDER & SCHWARTZ LLP**

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Company Avoidance Action Trust*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re:

MOTORS LIQUIDATION COMPANY, f/k/a  
GENERAL MOTORS CORPORATION, *et al.*,

Chapter 11

Case No. 09-50026 (MG)  
(Jointly Administered)

Debtors.  
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**CERTIFICATE OF NO OBJECTION TO MOTION OF MOTORS  
LIQUIDATION COMPANY AVOIDANCE ACTION TRUST FOR ENTRY  
OF ORDER PURSUANT TO SECTIONS 105 AND 1142 OF THE BANKRUPTCY  
CODE AND BANKRUPTCY RULE 3020(d) (I) APPROVING AMENDMENTS  
TO THE THIRD AMENDED AND RESTATED AVOIDANCE ACTION TRUST  
AGREEMENT AND AUTHORIZING THE AVOIDANCE ACTION TRUST TO  
ENTER INTO THE FOURTH AMENDED AND RESTATED AVOIDANCE ACTION  
TRUST AGREEMENT (II) AUTHORIZING THE AVOIDANCE ACTION TRUST  
TO ENTER INTO THE LW CAPITAL PROVISION AGREEMENT AND TO  
GRANT A LIEN TO THE LW CAPITAL PROVIDER**

On February 4, 2019, the Motors Liquidation Company Avoidance Action Trust (the “**Avoidance Action Trust**”), filed the Motion for Entry of Order Pursuant to Sections 105 and 1142 of the Bankruptcy Code and Bankruptcy Rule 3020(d) (I) Approving Amendments to the Third Amended and Restated Avoidance Action Trust Agreement and Authorizing the Avoidance Action Trust to Enter into the Fourth Amended and Restated Avoidance Action Trust Agreement (II) Authorizing the Avoidance Action Trust to Enter into the LW Capital

Provision Agreement and To Grant a Lien to the LW Capital Provider (Bankr. Dkt. No. 14413) (the “**Motion**”).

Pursuant to Rule 9075-2 of the Local Bankruptcy Rules for the Southern District of New York, the undersigned certifies that, as of the date hereof, which is more than forty-eight (48) hours after the objection deadline, Binder and Schwartz LLP, counsel for the Avoidance Action Trust (“**Binder & Schwartz**”), has received no objection to the Motion.

The undersigned further certifies that, on February 4, 2019, Binder & Schwartz caused the Motion and Notice of Hearing on the Motion (the “**Notice of Hearing**”) to be served on (a) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004; (b) the DIP Lenders; (c) the other parties in interest in accordance with the *Sixth Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures*, dated May 5, 2011 [Docket No. 10183]; (d) JPMorgan and each of the Term Loan Defendants; and (e) any other required notice parties under Section 6.1(b)(ii) of the Avoidance Action Trust Agreement. *See* February 8, 2019 Affidavit of Service (Bankr. Dkt No. 14416); February 13, 2019 Affidavit of Service (Bankr. Dkt. No. 14422).

Pursuant to the Notice of Hearing, responses to the Motion were to be filed with the Court and served on the Avoidance Action Trust no later than February 20, 2019, at 4:00 p.m. (Eastern Time) (the “**Response Deadline**”). The notice specifically stated that if no responses were received by the Response Deadline, then the relief requested in the Motion could be granted without further notice or hearing.

The undersigned further certifies that, as of the date hereof, based upon review of the Court’s docket in this case, no objection to the Motion has been filed.

WHEREFORE, the Avoidance Action Trust respectfully requests that, at the earliest convenience of the Court, an order be entered granting the Motion.

Dated: February 22, 2019  
New York, New York

Respectfully submitted,

**BINDER & SCHWARTZ LLP**

/s/ Eric B. Fisher

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